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July 31, 1997

RECORDATION NO. 18907-B FILED

AUG 6 '97

1-59 PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. §1301 are two original counterparts of a Complete Termination and Release of Security Interest and Lien dated as of July 1997 ("Termination"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents, 49 CFR §1177. The primary document to which the enclosed document is connected is a Security Agreement dated as of July 20, 1994 and recorded in the Interstate Commerce Commission's recordation files and records pursuant to 49 U.S.C. §11303 under Recordation No 18907 on July 21, 1994, amended by Supplement No. 1 to Security Agreement dated as of April 28, 1995, and recorded on May 1, 1995 under recordation number 18907-A.

The name and address of the party to the enclosed are as follows:

Secured Party: ABC Funding, Inc.
6 West Hubbard Street
Suite 500
Chicago, Illinois 60610

The railroad equipment covered by the enclosed document is designated with particularity in the Termination being transmitted by this letter.

Please return one stamped original counterpart of the enclosed document to Debora J. Choate, Esq., McLachlan, Rissman & Doll, 676 N. Michigan Avenue, Suite 2800, Chicago, IL 60611 in the enclosed pre-addressed stamped envelope

Enclosed is a check payable to the order of the Surface Transportation Board covering the recordation fee.

RECEIVED
SURFACE TRANSPORTATION BOARD
AUG 6 1 59 PM '97

A short summary of the enclosed secondary document to appear in the Surface Transportation Board's files is as follows:

Complete Termination and Release of Security Interest and Lien dated as of July 1997, by ABC Funding, Inc., secured party.

McLachlan, Rissman & Doll

By: Dubno Choate

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

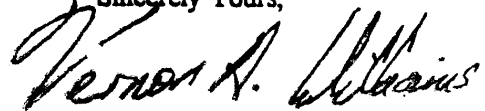
Deborah J. Skates
676 North Michigan Avenue, Ste. 2800
Chicago Illinois 60611

DATE: 8/6/97

Dear Sir; /Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 8/6/97 at 1:59PM, and
assigned recordation number(s). 18907-B.

Sincerely Yours,

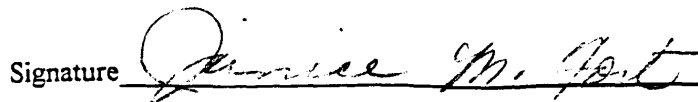


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 18907-B FILED

COMPLETE TERMINATION AND RELEASE **AUG 6 '97** **1-59 PM**
OF SECURITY INTEREST AND LIEN

The undersigned, ABC Funding, Inc., an Illinois corporation ("Secured Party"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Security Agreement dated as of July 20, 1994, between the Secured Party and the Akron Barberton Cluster Railway Company, an Ohio corporation ("Debtor"), which was filed with the Interstate Commerce Commission on July 21, 1994 as Recordation Number 18907, as amended by Supplement No. 1 to Security Agreement dated as of April 28, 1995, between the Secured Party and the Debtor, filed with the Interstate Commerce Commission on May 1, 1995 as Recordation Number 18907-A (the "Security Agreement"), and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Security Agreement, including (without limiting the generality of the foregoing) all rights, interests and liens in and to (i) two EMD SW 1500 locomotives currently bearing Akron & Barberton Belt Railroad Company ("ABB") unit numbers 1501 and 1502, (ii) one EMD locomotive currently bearing ABB unit number 1203, (iii) one flat car currently bearing ABB unit number 8705, (iv) one box car currently bearing ABB unit number 16671 and one Model GP35 Diesel Electric Locomotive bearing Wheeling & Lake Erie Railway Company unit number WLE 2705. Secured Party acknowledges that all obligations of Debtor under the Security Agreement have been satisfied and discharged and that the Security Agreement has been terminated.

Executed as of this 30 day of July, 1997.

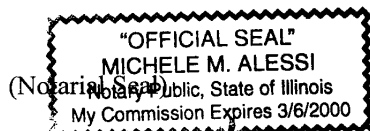
ABC FUNDING, INC.

By: John W. Miller

Name: John W. Miller
Title: Vice President

State of Illinois)
)ss:
County of Cook)

On this 30th day of July, 1997, before me personally appeared John W. Miller, to me personally known, who being by me duly sworn, says that he is the Vice President of ABC Funding, Inc., and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Michele M. Alessi
Notary Public, MICHELE M. ALESSI